

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**AFFIDAVIT OF SERVICE OF FINANCIAL BALLOTING
GROUP LLC OF SOLICITATION PACKAGES
ON HOLDERS OF PUBLIC SECURITIES**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Jane Sullivan, being duly sworn, deposes and says, under the penalty of perjury:

1. I am the Executive Director of Financial Balloting Group LLC ("FBG"), located at 757 Third Avenue, New York, New York 10017, the noticing and voting agent retained by the above-captioned debtors and debtors in possession (collectively, the "Debtors" or "Delphi") to assist with the service of solicitation packages on the holders of the Debtors' public securities, as listed in Exhibit A hereto (the "Public Securities"). I am authorized to submit this certification on behalf of FBG. Unless otherwise stated, I have personal knowledge of the facts hereinafter set forth.

2. David Hartie, a Vice President of FBG, also assisted with the service described herein.

Service of Solicitation Packages

3. On December 14 and 15, 2007, I caused sufficient copies of the documents described in Paragraph 6 hereof (the “Solicitation Packages”) to be delivered by overnight delivery service or by hand to the brokerage firms, banks, and agents (the “Nominees”) identified in Exhibit B hereto, to enable the Nominees to distribute Solicitation Packages to beneficial owners of the Public Securities as of November 26, 2007 (the “Record Date”).

4. I also caused a letter of instruction to be transmitted with each delivery to a Nominee. A true and correct copy of the letter of instruction is attached hereto as Exhibit C.

5. On December 14 and 15, 2007, I caused copies of the Solicitation Packages to be sent by First Class Mail to the registered holders of existing common stock of Delphi Corporation (the “Common Stock”) appearing on Exhibit D hereto.

6. The Solicitation Packages included the following items:

- a) Notice of (1) Approval of Disclosure Statement; (2) Hearing on Confirmation of Plan; (3) Deadline and Procedures for Filing Objections to Confirmation of Plan; (4) Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (5) Deadline for Asserting Cure Claims for Assumed Contracts; (6) Treatment of Certain Unliquidated, Contingent, or Disputed Claims for Notice, Voting, and Distribution Purposes; (7) Record Date; (8) Voting Deadline for Receipt of Ballots; and (9) Proposed Releases, Exculpation, and Injunction in Plan, dated December 10, 2007, a copy of which is attached as Exhibit E hereto;
- b) Letter from The Delphi Corporation Official Committee of Unsecured Creditors, a copy of which is attached as Exhibit F hereto;
- c) Letter from The Delphi Corporation Official Committee of Equity Security Holders, a copy of which is attached as Exhibit G hereto;

- d) The appropriate Ballots(s): holders of 6 ½% Notes due 2009 received the ballot coded “A”; holders of 7 1/8% Notes due 2029 received the ballot coded “B”; holders of 6.55% Notes due 2006 received the ballot coded “C”; holders of 6.50% Notes due 2013 received the ballot coded “D”; holders of 8 ¼% TOPrS Notes Adjustable Rate Junior Subordinated Notes received the ballot coded “E”; holders of 6.197% Notes received the ballot coded “F”; holders of Common Stock held through a Nominee received the ballot coded “G”; and holders of Common Stock held in registered record form received the ballot coded “Registered”; copies of each of which are attached as Exhibit H hereto;
- e) CD-Rom containing, among other things, the Debtors’ First Amended Disclosure Statement With Respect to First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (and related exhibits) and the Solicitation Procedures Order; and
- f) a postage prepaid return envelope.

Service of Solicitation Procedures Order

7. I further certify that on December 14 and 15, 2007, I caused copies of the Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline, and Procedures for Temporary Allowance of Certain Claims, (III) Hearing Date to Consider Confirmation of Plan, (IV) Procedures for Filing Objections to Plan (V) Solicitation Procedures for Voting on Plan, (VI) Cure Claim Procedures, (VII) Procedures for Resolving Disputes Relating to Postpetition Interest, and (VIII) Reclamation Claim Procedures, dated December 10, 2007 (the “Solicitation Procedures Order”) to be sent by overnight delivery service or by hand to the nominees, trustees, and transfer agent identified on Exhibit I hereto.

Records

8. The names of the Nominees included in Exhibit B, and the number of customers represented by such Nominees, were determined by following the usual and customary procedures employed in annual meetings and other solicitations involving debt and/or equity securities traded on one or more of the national exchanges. The Nominees holding the Debtors' public securities were determined from the records of The Depository Trust Company. The list of registered holders of Common Stock identified in Exhibit D was provided by Computershare, the transfer agent for the Common Stock.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Jane Sullivan
Jane Sullivan

SUBSCRIBED AND SWORN TO BEFORE ME
this 12 day of January, 2008.

Marilena Houay
Notary Public

